

**AMENDMENT OF RIGHT-OF-WAY LEASE
FOR THE ENDICOTT PIPELINE
ADL 410562**

This AMENDMENT is made, entered into, and becomes effective the _____ day of _____, 2002 by and between the State of Alaska acting through the Commissioner of Natural Resources or designee, whose mailing address is 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501-2343, and Endicott Pipeline Company (hereinafter referred to as COMPANY), whose mailing address is P.O. Box 190848, Anchorage, Alaska 99519.

This agreement, hereinafter referred to as AMENDMENT, amends the ENDICOTT PIPELINE RIGHT-OF-WAY LEASE as recorded in the Barrow Recording District on August 28, 1986 in Book 47, Pages 28-97.

WHEREAS, the COMPANY has requested that Section 2.c. of the existing ENDICOTT PIPELINE RIGHT-OF-WAY LEASE with an effective date of August 5, 1986 be amended to reflect a renewal term for up to thirty (30) years in conformance with AS 38.35.110(a), as amended, pursuant to Section 5, Ch. 18, SLA 2001; and

WHEREAS, Section 2.c. of the existing ENDICOTT PIPELINE RIGHT-OF-WAY LEASE reads as follows:

- 2.c. The COMMISSIONER will upon request of the LESSEE renew the lease for additional periods up to ten years each, so long as the PIPELINE is in commercial operation and the LESSEE is in full compliance with State, Federal and local laws, including but not limited to State law pertaining to regulation and taxation of the PIPELINE SYSTEM.

NOW, therefore, the parties agree that the ENDICOTT PIPELINE RIGHT-OF-WAY LEASE is amended as follows:

Section 2.c. is hereby amended to read as follows:

- 2.c. The COMMISSIONER will upon request of the LESSEE renew the lease for additional periods up to thirty (30) years each, so long as the PIPELINE is in commercial operation and the LESSEE is in full compliance with State, Federal and local laws, including but not limited to State law pertaining to regulation and taxation of the PIPELINE SYSTEM.

